



RECORDATION NO. 19155-E FILED

MAR 07 '12 -11 35 AM

SURFACE TRANSPORTATION BOARD

March 1, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, DC 20423-0001

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) is one (1) original of a Memorandum of Assignment of Railcar Lease, dated as of February 29, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the STB Recordation #19155.

The names and addresses of the parties to the document are as follows:

**Assignor:** Wells Fargo Equipment Finance, Inc. d/b/a  
Midwest Railcar Capital Equipment Company  
733 Marquette Ave., Suite 700  
Minneapolis, MN 55402

**Assignee:** Midwest Railcar Corporation  
4949 Autumn Oaks Drive, Suite B  
Maryville, IL 62062

A description of the equipment covered by the document follows:

Thirty-Eight (38) hoppers with reporting marks and numbers as follows:

DSIX 2758 – DSIX 2796, excluding DSIX 2794

A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease dated as of February 29, 2012

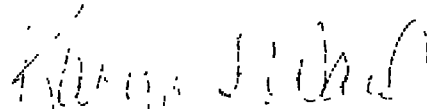
Chief, Section of Administration  
March 1, 2012  
Page Two

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to my attention.

Sincerely,

MIDWEST RAILCAR CORPORATION

A handwritten signature in dark ink, appearing to read "Karyn F. Ward", is written over the printed name.

Karyn F. Ward

Director-Credit & Contract Administration

MAR 07 '12 -11 35 AM

**MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**

(Surface Transportation Board)

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of February 29, 2012 is between WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY (the "Assignor") and MIDWEST RAILCAR CORPORATION (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as successor lessor, has leased to Schlumberger Technology Corporation (as successor-in-interest to Dowell Schlumberger Incorporated), as lessee (the "Lessee"), thirty-eight (38) covered hopper railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Lease of Railroad Equipment dated as of December 1, 1994 (as modified by that certain Extension Agreement dated as of December 19, 2007, each by and between Assignor, as successor lessor, and Lessee, as successor lessee (collectively, as amended, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor as assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

E. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO EQUIPMENT FINANCE, INC.  
D/B/A MIDWEST RAILCAR CAPITAL  
EQUIPMENT COMPANY  
as Assignor

By: *Jacqueline P. Barragan*

Jacqueline P. Barragan  
Vice President  
Loan Administration Manager

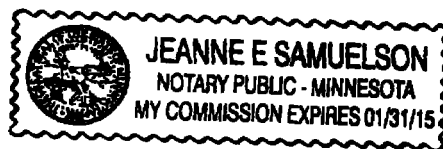
STATE OF Minnesota )  
 ) SS:  
COUNTY OF Hennepin )

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Hennepin this 28<sup>th</sup> day of February, 2012 by Jacqueline P. Barragan, as the Vice President of Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, a Minnesota corporation.

*Jeanne E. Samuelson*  
Notary Public

My commission expires: 1-31-15

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION

As Assignee

By: [Signature] (SEAL)

Name: Richard M. Murphy

Title: President & CEO

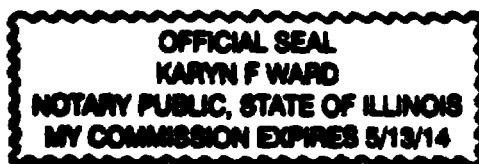
STATE OF Illinois )  
COUNTY OF Madison ) SS:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Madison this 29<sup>th</sup> day of February, 2012 by Richard M. Murphy, as President & CEO of Midwest Railcar Corporation, an Illinois corporation.

[Signature]  
Notary Public

My commission expires: 5/13/14

[Notarial Seal]



### DESCRIPTION OF RAILCARS

Thirty-Eight (38) 1982-built ACF Hopper Cars bearing the following reporting marks and numbers:

- 1 DSIX 2758
- 2 DSIX 2759
- 3 DSIX 2760
- 4 DSIX 2761
- 5 DSIX 2762
- 6 DSIX 2763
- 7 DSIX 2764
- 8 DSIX 2765
- 9 DSIX 2766
- 10 DSIX 2767
- 11 DSIX 2768
- 12 DSIX 2769
- 13 DSIX 2770
- 14 DSIX 2771
- 15 DSIX 2772
- 16 DSIX 2773
- 17 DSIX 2774
- 18 DSIX 2775
- 19 DSIX 2776
- 20 DSIX 2777
- 21 DSIX 2778
- 22 DSIX 2779
- 23 DSIX 2780
- 24 DSIX 2781
- 25 DSIX 2782
- 26 DSIX 2783
- 27 DSIX 2784
- 28 DSIX 2785
- 29 DSIX 2786
- 30 DSIX 2787
- 31 DSIX 2788
- 32 DSIX 2789
- 33 DSIX 2790
- 34 DSIX 2791
- 35 DSIX 2792
- 36 DSIX 2793
- 37 DSIX 2795
- 38 DSIX 2796